

CMGI INC
Form 4
March 24, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Beck Daniel F

(Last) (First) (Middle)
58 HOLLIS STREET
(Street)

GROTON, MA 01450

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CMGI INC [CMGI]

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President of the Americas Ops.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/22/2005		M		67,426 A \$ 0.13	314,285	D
Common Stock	03/22/2005		S		67,426 D \$ 2.3247	314,285	D
Common Stock	03/22/2005		M		72,792 A \$ 0.56	314,285	D
Common Stock	03/22/2005		S		72,792 D \$ 2.3247	314,285	D
Common Stock	03/22/2005		M		29,782 A \$ 0.45	314,285	D

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Common Stock 03/22/2005 S 29,782 D \$ 2,3247 314,285 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock option (right to buy) granted Dec. 18, 1998	\$ 0.13	03/22/2005		M	67,426	<u>(1)</u> 12/17/2008	Common Stock	67,426
Stock option (right to buy) granted Oct. 29, 2001	\$ 0.56	03/22/2005		M	72,792	<u>(1)</u> 10/28/2011	Common Stock	72,792
Stock option (right to buy) granted Feb. 13, 2003	\$ 0.45	03/22/2005		M	29,782	<u>(1)</u> 02/12/2013	Common Stock	29,782

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Beck Daniel F
58 HOLLIS STREET
GROTON, MA 01450

President of the Americas Ops.

Signatures

Kevin P. Lanouette (pursuant to Power of Attorney)

03/24/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Option, when granted, vested as to (i) 25% on each of the first and second anniversary of the date of grant; (ii) 20% on each of the third and fourth anniversary of the date of grant; and (iii) 10% on the fifth anniversary of the date of grant. Effective August 2, 2004 (the date of the closing of the acquisition of Modus Media, Inc. by the issuer), one-third of the number of shares subject to the option that was not (1) then vested became vested and exercisable. The number of shares subject to the option that will vest and become exercisable on each anniversary of the date of grant after August 2, 2004 will now be the number of shares that would otherwise have vested in accordance with the above-stated schedule, reduced by one-third. The shares subject to the option that are or become vested on or after August 2, 2004 shall be exercisable once vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.